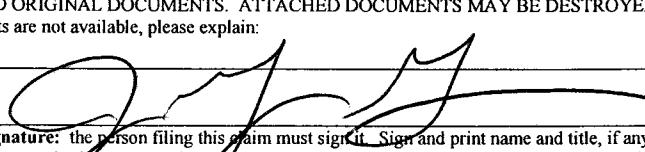


Exhibit B

B 10 (Modified Form 10 –Tronox) (05/09)

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK			PROOF OF CLAIM
Indicate the Debtor against which you assert a claim by checking the appropriate box below. (Check only one Debtor per claim form.)			
<input type="checkbox"/> TRONOX INCORPORATED- (CASE NO. 09-10156) <input type="checkbox"/> TRIPLE S REFINING CORPORATION- CASE NO. 09-10163) <input type="checkbox"/> TRIANGLE REFINERIES, INC. - (CASE NO. 09-10160) <input type="checkbox"/> TRONOX LUXEMBURG S. A.R. L- (CASE NO. 09-10155) <input type="checkbox"/> TRIPLE S, INC. - (CASE NO. 09-10164) <input type="checkbox"/> TRIPLE S ENVIRONMENTAL MANAGEMENT CORPORATION - (CASE NO. 09-10161) <input type="checkbox"/> CIMARRON CORPORATION- (CASE NO. 09-10157) <input type="checkbox"/> TRONOX FINANCE CORP. - (CASE NO. 09-10165) <input type="checkbox"/> TRIPLE S MINERALS RESOURCES CORPORATION- (CASE NO. 09-10162) <input type="checkbox"/> SOUTHWESTERN REFINING COMPANY, INC. - (CASE NO. 09-10158) <input type="checkbox"/> TRONOX HOLDINGS, INC. - (CASE NO. 09-10166) <input type="checkbox"/> TRONOX LLC - (CASE NO. 09-10167) <input type="checkbox"/> TRANSWORLD DRILLING COMPANY- (CASE NO. 09-10159) <input type="checkbox"/> TRONOX LLC - (CASE NO. 09-10168) <input checked="" type="checkbox"/> TRONOX WORLDWIDE LLC- (CASE NO. 09-10169)			
NOTE: Other than claims under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for administrative expenses arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503(a).			
Name of Creditor (the person or other entity to whom the debtor owes money or property): Anadarko Petroleum Corporation and its Affiliates on behalf of Creditor Claimants (see attached)			<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: Anadarko Petroleum Corporation Attn: Jennifer Gadd Edwards, Esq. 1201 Lake Robbins Drive The Woodlands, Texas 77380			Court Claim Number: _____ (If known) Filed on: _____
Telephone number: (832) 636-1000			
Name and address where payment should be sent (if different from above):			<input checked="" type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. (see attached) <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: \$ <u>Unliquidated amount (see attached)</u>			5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.			Specify the priority of the claim.
If all or part of your claim is entitled to priority, complete item 5.			<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtors business, whichever is earlier — 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).
2. Basis for Claim: <u>Bankruptcy Rule 3005 (see attached)</u> (See instruction #2 on reverse side.)			Amount entitled to priority: \$ _____
3. Last four digits of any number by which creditor identifies debtor:			
3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)			
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.			
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe:			
Value of Property: \$ _____ Annual Interest Rate %			
Amount of arrearage and other charges as of time case filed included in secured claim,-			
if any: \$ _____ Basis for perfection: _____			
Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____			
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.			
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:			*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment
Date: 9/10/09	Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. Only original proofs of claim will be deemed acceptable for purposes of claims administration.		 Jennifer Gadd Edwards, Esq.
		RECEIVED SEP 11 2009 KURTZMAN CARSON CONSULTANTS	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

Date:

Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. Only original proofs of claim will be deemed acceptable for purposes of claims administration.

Jennifer Gadd Edwards, Esq.

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BINGHAM

Connie Salcido Delgado
Direct Phone: 213.68 0.6550
Direct Fax: 213.830.8744
connie.delgado@bingham.com

September 11, 2009

Via Hand Delivery

Tronox Incorporated Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245

**Re: In re Tronox Incorporated and its debtor affiliates (see attached list)
(Filed pursuant to Rule 3005 of the Federal Rules of Bankruptcy
Procedure)**

Dear Sir/Madam:

With respect to the referenced matters, enclosed are one original and one copy of the Proofs of Claim submitted on behalf of the Anadarko Petroleum Corporation ("Anadarko").

Please file Anadarko's original Proof of Claim (with attachments) for each debtor enclosed herewith, and please also date-stamp one copy for return with the messenger who delivered the Proof of Claim.

Please call me if you have any questions at (213) 680-6550.

Sincerely yours,



Connie Salcido Delgado

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
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September 11, 2009
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List of Debtors

Tronox Incorporated (Case No. 09-10156)
Tronox Luxemburg S. ar. L (Case No. 09-10155)
Cimarron Corporation (Case No. 09-10157)
Southwestern Refining Company, Inc. (Case No. 09-10158)
Transworld Drilling Company (Case No. 09-10159)
Tronox Worldwide LLC (Case No. 09-10169)
Triple S Refining Corporation (Case No. 09-10163)
Triple S, Inc. (Case No. 09-10164)
Tronox Finance Corp (Case No. 0910165)
Tronox Holdings, Inc. (Case No. 09-10166)
Tronox LLC (Case No. 09-10167)
Triangle Refineries, Inc. (Case No. 09-10160)
Triple S Environmental Management Corporation (Case No. 09-10161)
Triple S Minerals Resources Corporation (Case No. 09-10162)
Tronox Pigments (Savannah) Inc. (Case No 09-10168)

ATTACHMENT TO RULE 3005 PROOF OF CLAIM FILED ON BEHALF OF CERTAIN CREDITOR CLAIMANTS BY ANADARKO PETROLEUM CORPORATION

1. By this Proof of Claim, Anadarko Petroleum Corporation and its affiliates (collectively, “Anadarko”)¹ asserts contingent and/or unliquidated claims against Tronox Incorporated (“Tronox”) and its debtor affiliates (together with Tronox, collectively, the “Debtors”)² on behalf of certain creditors of the Debtors, including, without limitation, any state, city or other governmental entity or regulatory body (collectively, the “Creditor Claimants”) pursuant to Rule 3005 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). As set forth more fully herein, the Debtors and Anadarko may be jointly and severally liable to the Creditor Claimants in connection with, inter alia, ongoing litigation (involving claims for, among other things, personal injury, environmental liabilities and property damage), settlement agreements, consent decrees, remediation obligations, and other current or future disputes (collectively, the “Potential Liabilities”).³ Anadarko hereby asserts contingent and/or unliquidated claims on behalf of the Creditor Claimants, to the extent such Creditor Claimants did not file timely claims against the Debtors, under Bankruptcy Rules 3002(c) or 3003(c), related to such Potential Liabilities.

¹ The entity known as Kerr-McGee Corporation prior to August 1, 2001, is sometimes referred to as “Old Kerr-McGee,” to distinguish it from “New Kerr-McGee,” an entity that Anadarko acquired on August 10, 2006. New Kerr-McGee was not formed until May 2001. Tronox Worldwide is the successor by merger to Old Kerr-McGee.

² The Debtors in these cases are Tronox Luxembourg S.ar.L; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S Environmental Management Corporation; Triple S, Inc.; Triple S Minerals Resources Corp.; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

³ Anadarko is not currently aware of any specific instances where it is jointly and severally liable with the Debtors on account of the Potential Liabilities, and nothing herein shall affect Anadarko’s rights to assert that it is not jointly and severally liable with Debtors with respect to any Potential Liabilities. Anadarko specifically reserves all its rights and remedies with respect to the assertion of such arguments and any and all other defenses to liability that Anadarko may have.

2. Anadarko has filed claims against the Debtors on its own behalf, including on account of claims related to the Potential Liabilities. This proof of claim does not duplicate, amend, or supersede any such proof of claim filed by Anadarko against the Debtors, whether on behalf of itself, Kerr-McGee Corporation or their subsidiaries and affiliates.

The Potential Liabilities

3. Prior to the Petition Date, certain litigation was commenced naming Tronox, Kerr-McGee, Anadarko, and/or one or more of their affiliates as defendants and asserting claims for, among other things, personal injury, environmental liabilities, and property damage. To the extent a plaintiff in any such litigation has asserted (or later asserts) joint or joint and several liability among Tronox, Kerr-McGee, and/or Anadarko and/or one or more of their affiliates, and such plaintiff has not filed a timely proof of claim against the Debtors related thereto, Anadarko hereby asserts such claims against the Debtors on each such plaintiff's behalf and includes all such plaintiffs as Creditor Claimants herein.

4. Tronox is also involved in numerous pending and/or threatened lawsuits and administrative proceedings or disputes arising out of its current or former business operations. See Global Notes Pertaining to All Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs at Global Note 19 and Schedule F – Creditors Holding Unsecured Nonpriority Claims (Main Case, Docket No. 275); Statement of Financial Affairs, Question 4.a. (Main Case, Docket No. 276); see also Tronox Inc., Annual Report (Form 10-K), at 13 (Mar. 14, 2008); Schedule F – Creditors Holding Unsecured Nonpriority Claims (Main Case, Docket No. 275); Statement of Financial Affairs, Question 4.a. (Main Case, Docket No. 276). To the extent Kerr-McGee, Anadarko or their subsidiaries, are (or become) a defendant in any of the foregoing pending proceedings or any similar proceedings arising in the future, and

damages or judgments are (or have been) assessed therein against any such parties and any of Kerr-McGee, Anadarko or their subsidiaries are deemed jointly or jointly and severally liable with any of the Debtors, and the judgment creditors entitled to payment have not filed timely proofs of claim related thereto, Anadarko hereby asserts each such claim against the Debtors on each such judgment creditor's behalf and includes each as a Creditor Claimant herein.

5. The Debtors have indicated that they are parties to settlement agreements with third parties that are potentially jointly or jointly and severally responsible for, among other things, environmental remediation costs, and/or are jointly or jointly and severally bound by consent decrees together with those parties for such costs. *See Global Notes Pertaining to All Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs at Global Note 19 (Main Case, Docket No. 275).* To the extent Kerr-McGee, Anadarko or their subsidiaries, are (or become) parties to any such settlement agreement or consent decree and/or are required to pay any creditor any environmental remediation or other related costs thereunder, and any of Kerr-McGee, Anadarko or their subsidiaries are deemed jointly or jointly and severally liable with any of the Debtors to such creditor with respect to such costs, to the extent that any such creditor is entitled to payment and has not filed a timely proof of claim against the Debtors related thereto, Anadarko hereby asserts such claim on each such creditor's behalf and includes each as a Creditor Claimant herein.

6. Tronox may be required to pay environmental remediation costs with respect to certain sites associated with any former businesses or assets operated by Tronox or its predecessors-in-interest. To the extent Kerr-McGee, Anadarko or their subsidiaries, are (or become) liable for costs associated with remediation and/or related activities and are deemed jointly and/or jointly and severally liable with the Debtors to any creditor with respect to such

costs, and any such creditor entitled to payment has not filed a timely proof of claim against the Debtors related thereto, Anadarko hereby asserts such claim against the Debtors on each such creditor's behalf and includes each as Creditor Claimants herein.

Reservation of Rights

7. Anadarko reserves the right to amend and/or supplement this claim in all respects and to assert any and all other claims of whatever kind or nature it has, or that it may have at any time, on behalf of any creditors of the Debtors who have not filed proofs of claim against the Debtors in connection with matters involving Anadarko, Kerr-McGee and their affiliates. The filing of this claim shall not be deemed a waiver of any such claims. In addition, Anadarko reserves all of its rights with respect to its own direct claims against the Debtors.

8. Nothing contained herein shall be construed as a waiver of Anadarko's right to treat any claim set forth herein as an administrative claim, to the extent any such claim is in fact an administrative claim pursuant to section 503 of the Bankruptcy Code.